SEG Mail FORM Brocessing Section

UNITED STATES

MAR 3 1 2008

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

Washington, DC 105

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 OMB NUMBER: April 30, 2008 Expires: Estimated average burden hours per response.....16.00

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	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
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		<u> </u>	1
Name of Offering (check if this is an amendment	ent and name has changed, and indicate change.)		
Convertible Promissory Notes			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ S	Section 4(6) □ ULOE	
Type of Filing: ■ New Filing □ Amendment			
	A. BASIC IDENTIFICATION	DATA	1 (14 M) 2 ((4 M))) 2 2 ((4 M))
1. Enter the information requested about the issu			
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)		
Stromedix, Inc./			08044281
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number			(Including Area Code)
One Canal Park, Suite 1120, Cambridge, MA	02142	617-674-8400	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number	(Including Area Code)
Brief Description of Business:			
Pharmaceutical services			PROCESSED
Type of Business Organization			
■ corporation	☐ limited partnership, already formed	☐ other (please spe	cify): APR 0 9 2008
□ business trust	☐ limited partnership, to be formed		2 2000

Month Year 06 06

CN for Canada; FN for other foreign jurisdiction)

Actual or Estimated Date of Incorporation or Organization Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

■ Actual

□ Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Gallatin, Michael						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	· • • • • • • • • • • • • • • • • • • •	· · · · · · · · · · · · · · · · · · ·	
c/o Stromedix, Inc., One Canal Park, Su Check Box(es) that Apply:			■ Executive Officer	- n:		
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	Executive Officer	■ Director	General and/or Managing Partner	
Tun Name (Lust mane thist, it materidad)						
Gilman, Michael						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Stromedix, Inc., One Canal Park, Su	ite 1120, Camb	oridge, MA 02142				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Downett Dates						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ie)			
	(1 14111001 4110 1		,			
Atlas Ventures, 890 Winter Street, Suite				<u></u>		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Frazier, Alan						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ie)			
601 Union Street, Suite 3200, Seattle, W Check Box(es) that Apply:		- D - C : 10	- F .: 000			
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
run Name (Last name mst, ii murviddar)						
Chu, Shelley		<u> </u>				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
555 Hamilton Avenue, Palo Alto, CA 94	301					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Death Bours						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
22011000 01 11001201100 11001000	(Number and Succe, City, State, 2th Code)					
Atlas Ventures, 890 Winter Street, Suite		^				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Lynch, Daniel						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o Stromedix, Inc., One Canal Park, Suite 1120, Cambridge, MA 02142						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Frazier Healthcare V, L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)			
Pasiness of residence Address	(transci and	succe, eny, state, aip C	, ac			
601 Union Street, Suite 3200, Seattle, W.	A 98101					

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

• •		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Atlas Venture Fund VII, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
		•				
890 Winter Street, Suite 320, Waltham, Check Box(es) that Apply:		- D C. 110	m.F	- D'		
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Ivalic (Last laine 113t, 11 likiividaa)						
Biogen Idec MA, Inc.			···		······································	
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
14 Cambridge Center, Cambridge, MA	02142					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)			
Check Box(es) that Apply:	D Promotor	☐ Beneficial Owner	□Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	□ Promoter	□ Beneficial Owner	DEXECUTIVE Officer	Li Director	U General and/or Managing Partner	
1 411						
Business or Residence Address	Olimber and C	to City State 7in Co.	4-1			
Business of Residence Address	(Number and 5	treet, City, State, Zip Co	ie)			
Check Box(es) that Apply:	□ Promoter	D Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	·		
					•	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	<u></u>		
	(714,11001	,,,,,				
Charle Bay(a) that Apply						
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
rum (vame (Last Bame 11131, 11 Individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	Business or Residence Address (Number and Street, City, State, Zip Code)					
	,	, , , , , , , , , , , , , , , , , , ,	•			

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	B. INFORMATION ABOUT OFFERING		
•		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	D
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full l None	Name (Last name first, if individual) e.	<u> </u>	
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)		
Name	e of Associated Broker or Dealer		<u> </u>
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
A]_ [I] [N] [F]_	[L]	_ [HI] _ [MS] _ [OR] _ [WY]	_ {ID} _ [MO] _ [PA] _ [PR]
Full r	name (Last name first, if individual)		
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)		<u>-</u> i.
Name	e of Associated Broker or Dealer		- ,
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
A]_ [I]_ [N]_ [F]_	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full 1	Name (Last name first, if individual)		
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)	·· ,,	-
Name	e of Associated Broker or Dealer		<u> </u>
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [A _ [1] _ [N _ [F	IL} _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ (OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	s
	Equity	s	s
	D Common □ Preferred		
	Convertible Securities (including warrants)	\$ 1,800,000	\$ <u>600,000</u>
	Partnership Interests	s	s
	Other (Specify)	\$	s
	Total	\$ 1,800,000	\$ 600,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ 600,000
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		2
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		S
	Rule 505		
	Regulation A		s
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	D	s
	Printing and Engraving Costs	0	s
	Legal Fees	_	\$10,000
	Accounting Fees		\$
	Engineering Fees	0	s
	Sales Commissions (specify finders' fees separately)	0	s
	Other Expenses (identify)		•
			£ 10.000
	Total		S10,000

	C. OFFERING	PRICE, NUMBER OF INVESTORS,	EXPENSES AN	D USE OF PROCEEDS		
1	Enter the difference between the aggrega and total expenses furnished in response to adjusted gross proceeds to the issuer.",	Part C - Question 4.a. This difference is	the		s,	1,790,000
f a	ndicate below the amount of the adjusted gor each of the purposes shown. If the amound check the box to the left of the estimate, djusted gross proceeds to the issuer set fort	int for any purpose is not known, furnish at The total of the payments listed must equ	n estimate al the			
				Payments to Officers, Directors. & Affiliates		Payments To Others
5	alaries and fees	***************************************	o	\$	_	s
F	Purchase of real estate	***************************************	а	\$	ū	S
F	Purchase, rental or leasing and installation of	f machinery and equipment		S	0	\$
(Construction or leasing of plant buildings ar	d facilities,	۵	\$	Ð	s
	Acquisition of other business (including the					
	hat may be used in exchange for the assets of			s	۵	S
F	Repayment of indebtedness	**************************************		s	_ D	S
,	Working capital	\$\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	0	s	_	\$1,790,000
(Other (specify):	_	_	S	_	<u> </u>
					_	
-				s	o	e
-	Column Totals	·	•	\$ 0	•	\$ 1,790,000
	otal Payments Listed (column totals added		•			. —
					1,770,080	
		D. FEDERAL SIGNA	TURE			
			· · · · · · · · · · · · · · · · · · ·			
The is:	suer has duly caused this notice to be signed	d by the undersigned duly authorized person	on. If this notice i	is filed under Rule 505, the	following	signature constitutes
an und	lertaking by the issuer to furnish to the U.S. ceredited investor pursuant to paragraph (b)	Securities and Exchange Commission, up	on written reques	t of its staff, the information	n furnished	I by the issuer to any
leener	(Print or Type)	Signature	-	Date		
	edix, Inc.	Turchard Gil	<u> </u>	March 26, 2008		
		/ .	-			
	of Signet (Print or Type)	Title of Signer (Print or Type)				
MicDa	el Gilman	Chief Executive Officer				
						. —
						dD

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)